

**Resolution proposals
of the Management Board and/or the Supervisory Board
on the individual items of the agenda
of the 12th Ordinary Annual General Meeting of
AMAG Austria Metall AG
(FN 310593f; ISIN: AT00000AMAG3)
to be held on April 13, 2023**

Agenda and resolution proposals:

- 1. Submission of the adopted separate financial statements for the financial year ending December 31, 2022, including the management report by the Management Board, the proposal concerning the application of the unappropriated net profit, the corporate governance report, the consolidated statements for the financial year ending December 31, 2022, including the Group management report and the non-financial report by the Management Board, as well as the report by the Supervisory Board pursuant to Section 96 of the Austrian Stock Corporation Act (AktG) for the 2022 financial year.**

No resolution is provided for on this agenda item.
- 2. Resolution concerning the application of the unappropriated net profit as reported in the separate financial statements for the financial year ending December 31, 2022.**

The Management Board and the Supervisory Board propose to use an amount of EUR 52,896,000.00 from the unappropriated net profit of EUR 52,896,000.00 reported in the annual financial statements as of 31 December 2022 to pay a dividend of EUR 1.50 per share entitled to dividend.
- 3. Resolution concerning the discharge of the members of the Management Board for the 2022 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Management Board serving in the 2022 financial year for this period.
- 4. Resolution concerning the discharge of the members of the Supervisory Board for the 2022 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Supervisory Board serving in the 2022 financial year for this period.

5. Resolution concerning the remuneration of the members of the Supervisory Board for the 2023 financial year.

The Management Board and the Supervisory Board propose that the General Meeting sets the remuneration of the members of the Supervisory Board elected from the General Meeting for the 2023 financial year in accordance with Section 13 of the Articles of Incorporation and Section 98 AktG as follows:

- Basis remuneration of Supervisory Board members:
 - a. For the Chairman of the Supervisory Board EUR 95,000.00.
 - b. For the Deputy Chairman of the Supervisory Board EUR 60,000.00.
 - c. For each additional member of the Supervisory Board EUR 40,000.00.
- Committee remuneration:
 - a. For the Chairmen of the Audit Committee, the Strategy Committee and the Financial Expert, unless he is the Chairman of the Audit Committee, additionally EUR 50,000.00.
 - b. For the Chairmen of the Nomination Committee and the ESG Committee additionally EUR 30,000.00.
 - c. For the Deputy Chairmen of the Audit Committee, the Strategy Committee, the Nomination Committee and the ESG Committee additionally EUR 25,000.00.
 - d. For each additional member of the Audit Committee, the Strategy Committee, the Nomination Committee and the ESG Committee additionally EUR 20,000.00.
 - e. For the Chairman of the Remuneration Committee additionally EUR 20,000.00.
 - f. For the Deputy Chairman of the Remuneration Committee additionally EUR 15,000.00.
 - g. For each additional member of the Remuneration Committee additionally EUR 10,000.00.

- Attendance fee:

Each member of the Supervisory Board receives an attendance fee for each meeting of the Supervisory Board in the amount of EUR 2,500.00.

Each committee member receives an attendance fee of EUR 2,500.00 for each committee meeting.

For attending a meeting of the Supervisory Board or a committee meeting by electronic means of communication, only half of the attendance fee shall be due.

The attendance fee shall be limited to EUR 2,500.00 per meeting day.

- The remuneration is payable as follows:

- a. 50 % at the end of the second quarter (end of June 2023)
- b. 25 % at the end of the third quarter (end of September 2023)
- c. 25 % at the end of the fourth quarter (end of December 2023)

Together with the remuneration, the attendance fees incurred up to that point will be paid out.

If a member of the Supervisory Board or a committee has not been a member of the organ during the entire financial year or if a committee is established or dissolved during the financial year, the remuneration is granted on an aliquot basis (calculated on the completed months of the membership or existence of the committee). Likewise, an aliquot distribution (calculated on the completed months of membership) takes place when the Chairman of the Supervisory Board or a committee, the Deputy Chairman or the financial expert changes.

The members of the Supervisory Board are included in a liability insurance policy for organs and certain executives (Directors & Officers Insurance) that is maintained by the Company in the interest of the Company. The coverage is appropriate in terms of amount, scope and time limit for subsequent notification.

6. Election of the auditor of the separate and consolidated financial statements for the 2023 financial year.

The Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor and group auditor for the 2023 financial year and to commission the Chairman of the Supervisory Board to mandate the auditor.

7. Elections to the Supervisory Board.

With effect from the end of the Annual General Meeting to be held on April 13, 2023, Dipl.-Ing. Franz Viehböck will retire from the Supervisory Board. Furthermore, Dr. Mariella Schurz passed away on November 4, 2022 and has therefore resigned from the Supervisory Board.

The Supervisory Board previously consisted of eight members elected by the Annual General Meeting (capital representatives). The number of elected members shall be increased from eight to nine with effect from September 1, 2023. Thus, three members have to be appointed now at the forthcoming Annual General Meeting to reach the number of elected members of the Supervisory Board; of these, two members are to be elected to the Supervisory Board with effect from the end of this Annual General Meeting and one member with effect from September 01, 2023.

The Supervisory Board therefore submits the following resolution proposal in accordance with Section 108 AktG:

- a. The number of Supervisory Board members elected by the Annual General Meeting shall be increased from currently eight to nine members with effect

from September 01, 2023, within the limits set out in the Articles of Incorporation.

- b. Dipl.-Ing. Franz Viehböck shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2026 financial year.
- c. Mag. Gerhard Schwartz shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2026 financial year.
- d. Maximilian Angermeier shall be elected as member of the Supervisory Board with effect from September 1, 2023, until the end of the Annual General Meeting that adopts a resolution on discharge for the 2024 financial year.

The candidates of elections as Supervisory Board members were proposed on the basis of the requirements of Section 87 para. 2a AktG and of the Corporate Governance Code. The quota regulation stated in Section 86 para. 7 AktG is not applicable due to the current composition of the workforce of AMAG Austria Metall AG.

All persons proposed for election have issued and furnished a statement pursuant to Section 87 para. 2 AktG and a CV. These documents are available at the website of the Company in section “Investor Relations” under “Annual General Meeting 2023”.

8. Resolution concerning the remuneration report on the remuneration of the members of the Management Board and Supervisory Board.

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the remuneration report on the remuneration of the members of the Management Board and Supervisory Board. The remuneration report is available at the Company's website (www.amag-al4u.com) in section “Investor Relations” under “Annual General Meeting 2023”.